

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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ORDER UNDER FED. R. BANKR. P. 9019 AUTHORIZING
AND APPROVING STIPULATIONS AND SETTLEMENT AGREEMENTS
WITH CERTAIN DEFENDANTS IN IN RE ELECTRICAL CARBON
PRODUCTS ANTITRUST LITIGATION, MDL 1514

("ELECTRICAL CARBON SETTLEMENT ORDER")

Upon the motion, dated April 21, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") Under Fed. R. Bankr. P. 9019 Authorizing And Approving Stipulations And Settlement Agreements With Certain Defendants In In Re Electrical Carbon Products Antitrust Litigation, MDL 1514 (the "Stipulations and Settlement Agreements"); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Debtors' decision to enter into the Stipulations and Settlement Agreements is reasonable and appropriate under the circumstances and is approved.

2. The Debtors are hereby authorized to enter into the Stipulations and Settlement Agreements.

Dated: New York, New York
May ____, 2006

UNITED STATES BANKRUPTCY JUDGE